



National Grid USA Service Company, Inc.

VIA HAND DELIVERY & E-MAIL

May 17, 2002

Mary L. Cottrell, Secretary
Massachusetts Department of Telecommunications and Energy
One South Station, 2nd Floor
Boston, MA 02110

**Re: Petition of New England Power Company for Approval of the Divestiture of
the Seabrook Nuclear Power Station, D.T.E. 02-33**

Dear Secretary Cottrell:

Attached please find an original and five (5) copies of New England Power Company's Petition for Approval of the divestiture of NEP's interest in 9.96 percent of Seabrook Station to FPLE Energy Seabrook, LLC and for findings under Section 32(c) of the Public Utility Holding Company Act of 1935, together with supporting testimony and the Purchase and Sale Agreement.

Per the Department's recommendation, NEP has included a draft Order of Notice and Notice of Filing and Public Hearing for your consideration.

Please note that NEP joins Canal Electric Company ("Canal"), Cambridge Electric Light Company ("Cambridge"), and Commonwealth Electric Company ("Commonwealth") in the Joint Motion to Consolidate evidentiary hearings being filed today by Canal, Cambridge, and Commonwealth in D.T.E. 02-34.

Please do not hesitate to contact me if you have any questions or if I can provide you with any additional information.

Sincerely yours,

Laura S. Olton

LSO/gbi

Enclosures

cc: Joseph Rogers, Esquire
Jack Habib, Esquire

25 Research Drive
Westborough, MA 01582
508.389.3075 Fax: 508.389.2463
laura.olton@us.ngrid.com